

EXHIBIT I

PRIVILEGED & CONFIDENTIAL
ATTORNEY-CLIENT/WORK PRODUCT
07-19-06 @4:00 p.m.

AFFIDAVIT OF CARY GUFFEY

STATE OF ALABAMA)
)
JEFFERSON COUNTY)

Before me, a notary public in and for said state and county, personally appeared Tara C. Gibson, after being first duly sworn, deposes and says as follows:

1. My name is Cary Guffey. I am a resident of Alabama. I am currently employed as a Regional Sales and Development Wholesaler (“Wholesaler”) in the Wealth Management division of Colonial Bank, N.A., and, in such capacity, file this Affidavit in support of Colonial’s motion for summary judgment regarding the lawsuit filed by Kitty Graham.

2. I am authorized to make this affidavit and am competent to testify at trial regarding the statements made herein.

3. I am currently 34 years old and have been employed by Colonial since July 1, 2002. I obtained my B.S. degree in Business Administration from the University of Florida in 1994, and subsequently obtained an M.B.A. from Jacksonville State University in 1997.

4. Prior to my employment at Colonial, I was employed by Merrill Lynch as a licensed broker from August 1999 until July 1, 2002. In my capacity as a broker, I sold various investment products, including insurance and fixed annuities and NASD licensed products such as stocks, bonds, mutual funds and variable annuities.

5. On or about July 1, 2002, I accepted a position as a Financial Consultant in the Wealth Management division of Colonial Bank. As a Financial Consultant, I performed duties similar to the broker duties I performed at Merrill Lynch, selling insurance, fixed annuities and NASD licensed products to Colonial customers. My sales territory included 12 Colonial branch banks in Birmingham and Gadsden, Alabama. I generated customers through direct customer

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contacts and also obtained referrals from Licensed Bankers working in each branch bank within my sales territory. Additionally, I provided training to Licensed Bankers in my territory regarding the sale of insurance and fixed annuities.

6. In January 2005, the Wealth Management division of Colonial Bank promoted me to one of two Wholesaler positions. At the time of my promotion, I was 32 years old and had been marketing and selling NASD licensed products, insurance and fixed annuities for a period of five years. I also had successfully completed the NASD Series 7 Exam (General Securities Registered Representative) and the NASAA Series 66 Exam (Uniform Combined State Law Examination). Successful completion of the Series 66 exam is equivalent to the successful completion of both the Series 63 (Uniform Securities Exam) and Series 65 (The Uniform Investment Advisor Law Examination). I have held all of these licenses since 2000. Moreover, I have been licensed by the State of Alabama to sell insurance and fixed annuity products since 2000.

7. In my capacity as a Wholesaler, I am responsible for providing training to approximately 175 Licensed Bankers (selling fixed annuities and insurance products) and 17 Financial Consultants/Team Leaders (selling NASD licensed investment products) operating at various branch banks in Alabama, Georgia, Texas and Nevada. I provide bi-annual training on a variety of topics to all of the Licensed Bankers and Financial Consultants, including (1) the sales process, *i.e.*, how to complete the required paperwork close the sale; (2) using UVEST Financial Services to provide clearance, settlement and custody services for Colonial customers; (3) product training regarding each investment product offered to Colonial customers; (4) the sales process, *i.e.*, mock presentations and role play; and (5) problems in the field regarding

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investment products. Additionally, I interview product vendors and evaluate and screen new investment products to determine its suitability for our customers.

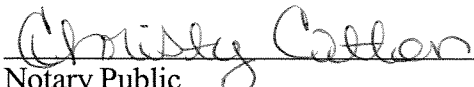
9. Approximately thirty-five percent (35%) of my duties as a Wholesaler are dedicated to training with respect to NASD licensed products.

FURTHER THE AFFIANT SAYETH NOT.


Cary Guffey

SWORN TO AND SUBSCRIBED BEFORE ME on this the 18 day of August 2006.

(SEAL)


Notary Public
My Commission Expires: 12-05-07